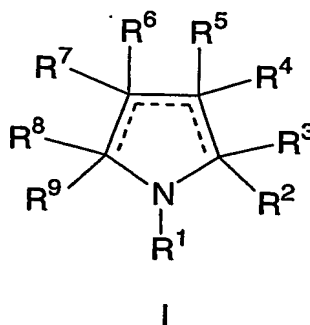


WHAT IS CLAIMED IS:

1. A compound of Formula I:



- 5 or a pharmaceutically acceptable salt or stereoisomer thereof, wherein
- a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
10 n is 0 or 1;
r is 0 or 1;
s is 0 or 1;
u is 2, 3, 4 or 5;
- 15 a dashed line represents an optional double bond, provided that one and only one double bond is present in the ring;
- R¹ is selected from:
- 20 1) (C₁-C₆-alkylene)_n(C=X)C₁-C₁₀ alkyl,
2) (C₁-C₆-alkylene)_n(C=X)aryl,
3) (C₁-C₆-alkylene)_n(C=X)C₂-C₁₀ alkenyl,
4) (C₁-C₆-alkylene)_n(C=X)C₂-C₁₀ alkynyl,
5) (C₁-C₆-alkylene)_n(C=X)C₃-C₈ cycloalkyl,
6) (C₁-C₆-alkylene)_n(C=X)heterocyclyl,
25 7) (C₁-C₆-alkylene)_n(C=X)NRᶜRᶜ',
8) (C₁-C₆-alkylene)_nSO₂NRᶜRᶜ',
9) (C₁-C₆-alkylene)_nSO₂C₁-C₁₀ alkyl,
10) (C₁-C₆-alkylene)_nSO₂C₂-C₁₀ alkenyl,

- 11) (C₁-C₆-alkylene)_nSO₂C₂-C₁₀ alkynyl,
- 12) (C₁-C₆-alkylene)_nSO₂-aryl,
- 13) (C₁-C₆-alkylene)_nSO₂-heterocyclyl,
- 14) (C₁-C₆-alkylene)_nSO₂-C₃-C₈ cycloalkyl,
- 15) (C₁-C₆-alkylene)_nP(=O)R^dR^{d'},
- 16) aryl;
- 17) heterocyclyl; and
- 18) C₁-C₁₀ alkyl;

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, alkylene, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R² and R⁶ are independently selected from:

- 1) aryl,
- 2) C₁-C₆ aralkyl,
- 3) C₃-C₈ cycloalkyl, and
- 4) heterocyclyl,

said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R³, R⁴, R⁵, R⁷, R⁸, and R⁹ are independently selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) C₁-C₆ perfluoroalkyl,
- 7) C₁-C₆ aralkyl,
- 8) C₃-C₈ cycloalkyl, and
- 9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰; or

R⁴ and R⁵, or R⁸ and R⁹, attached to the same carbon atom are combined to form

-(CH₂)_u- wherein one of the carbon atoms is optionally replaced by a moiety selected from O, S(O)_m, -

N(R^a)C(O)-, -N(R^b)- and -N(COR^a)-;

R¹⁰ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 5 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) CO₂H,
- 7) halo,
- 10 8) CN,
- 9) OH,
- 10) O_bC₁-C₆ perfluoroalkyl,
- 11) O_a(C=O)_bNR¹²R¹³,
- 12) S(O)_mR^a,
- 15 13) S(O)₂NR¹²R¹³,
- 14) oxo,
- 15) CHO,
- 16) (N=O)R¹²R¹³,
- 17) (C=O)_aO_bC₃-C₈ cycloalkyl, and
- 20 18) -OPO(OH)₂;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R¹¹;

R¹¹ is selected from:

- 25 1) (C=O)_rO_s(C₁-C₁₀)alkyl,
- 2) O_r(C₁-C₃)perfluoroalkyl,
- 3) (C₀-C₆)alkylene-S(O)_mR^a,
- 4) oxo,
- 5) OH,
- 30 6) halo,
- 7) CN,
- 8) (C=O)_rO_s(C₂-C₁₀)alkenyl,
- 9) (C=O)_rO_s(C₂-C₁₀)alkynyl,
- 10) (C=O)_rO_s(C₃-C₆)cycloalkyl,
- 35 11) (C=O)_rO_s(C₀-C₆)alkylene-aryl,

- 12) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-heterocyclyl}$,
- 13) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-N(R}^b)_2$,
- 14) C(O)R^a ,
- 15) $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{R}^a$,
- 5 16) C(O)H ,
- 17) $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{H}$,
- 18) $\text{C(O)N(R}^b)_2$,
- 19) $\text{S(O)}_m\text{R}^a$,
- 20) $\text{S(O)}_2\text{N(R}^b)_2$, and
- 10 21) $-\text{OPO(OH)}_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b , OH, $(\text{C}_1\text{-C}_6)\text{alkoxy}$, halogen, CO_2H , CN, $\text{O(C=O)C}_1\text{-C}_6$ alkyl, oxo, and $\text{N(R}^b)_2$;

15 R^{12} and R^{13} are independently selected from:

- 1) H,
- 2) $(\text{C}=\text{O})\text{O}_b\text{C}_1\text{-C}_{10}$ alkyl,
- 3) $(\text{C}=\text{O})\text{O}_b\text{C}_3\text{-C}_8$ cycloalkyl,
- 4) $(\text{C}=\text{O})\text{O}_b\text{aryl}$,
- 20 5) $(\text{C}=\text{O})\text{O}_b\text{heterocyclyl}$,
- 6) $\text{C}_1\text{-C}_{10}$ alkyl,
- 7) aryl,
- 8) $\text{C}_2\text{-C}_{10}$ alkenyl,
- 9) $\text{C}_2\text{-C}_{10}$ alkynyl,
- 25 10) heterocyclyl,
- 11) $\text{C}_3\text{-C}_8$ cycloalkyl,
- 12) SO_2R^a , and
- 13) $(\text{C}=\text{O})\text{NR}^b_2$,

30 said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^{11} , or

R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle
35 optionally substituted with one or more substituents selected from R^{11} ;

R¹⁴ is independently selected from:

- 1) (C=O)_aO_bC₁-C₁₀ alkyl,
- 2) (C=O)_aO_baryl,
- 5 3) C₂-C₁₀ alkenyl,
- 4) C₂-C₁₀ alkynyl,
- 5) (C=O)_aO_b heterocyclyl,
- 6) CO₂H,
- 7) halo,
- 10 8) CN,
- 9) OH,
- 10) O_bC₁-C₆ perfluoroalkyl,
- 11) O_a(C=O)_bNR¹²R¹³,
- 12) S(O)_mR^a,
- 15 13) S(O)₂NR¹²R¹³,
- 14) oxo,
- 15) CHO,
- 16) (N=O)R¹²R¹³,
- 17) (C=O)_aO_bC₃-C₈ cycloalkyl, and
- 20 18) -OPO(OH)₂;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R¹¹;

25 R^a is (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one to three substituents selected from R¹⁴;

R^b is H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a, optionally substituted with one to three substituents selected from R¹⁴;

30 R^c and R^{c'} are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R¹⁰, or

R^c and R^{c'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle
35 optionally substituted with one, two or three substituents selected from R¹¹;

R^d and $R^{d'}$ are independently selected from: (C_1-C_6) alkyl, (C_1-C_6) alkoxy and NR^{b_2} , or

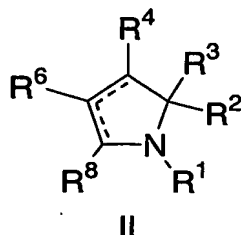
R^d and $R^{d'}$ can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 5-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NR^e , O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11} ;

R^e is selected from: H and (C_1-C_6) alkyl; and

X is selected from O, NR^e and S;

provided that at least one substituent $-OPO(OH)_2$ is present in the compound of Formula I.

2. The compound according to Claim 1 of the Formula II:



or a pharmaceutically acceptable salt or stereoisomer thereof, wherein:

a is 0 or 1;
 b is 0 or 1;
 m is 0, 1, or 2;
 n is 0 or 1;
 r is 0 or 1;
 s is 0 or 1;

a dashed line represents an optional double bond, provided that one and only one double bond is present in the ring;

R^1 is selected from:

- 1) (C₁-C₆-alkylene)_n(C=O)C₁-C₁₀ alkyl,
- 2) (C₁-C₆-alkylene)_n(C=O)aryl,
- 3) (C₁-C₆-alkylene)_n(C=O)C₂-C₁₀ alkenyl,
- 4) (C₁-C₆-alkylene)_n(C=O)C₂-C₁₀ alkynyl,
- 5) (C₁-C₆-alkylene)_n(C=O)C₃-C₈ cycloalkyl,
- 6) (C₁-C₆-alkylene)_n(C=O)heterocyclyl,
- 7) (C₁-C₆-alkylene)_n(C=O)NR^cR^{c'},
- 8) (C₁-C₆-alkylene)_nSO₂NR^cR^{c'},
- 9) (C₁-C₆-alkylene)_nSO₂C₁-C₁₀ alkyl,
- 10) (C₁-C₆-alkylene)_nSO₂-aryl,
- 11) (C₁-C₆-alkylene)_nSO₂-heterocyclyl,
- 12) (C₁-C₆-alkylene)_nSO₂-C₃-C₈ cycloalkyl,
- 13) (C₁-C₆-alkylene)_nP(=O)R^dR^{d'},
- 14) aryl;
- 15) heterocyclyl; and
- 16) C₁-C₁₀ alkyl;

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, alkylene, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

20 R² and R⁶ are independently selected from:

- 1) aryl,
- 2) C₁-C₆ aralkyl,
- 3) C₃-C₈ cycloalkyl, and
- 4) heterocyclyl,

25 said aryl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

R³, R⁴ and R⁸ are independently selected from:

- 1) H,
- 30 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) C₂-C₁₀ alkenyl,
- 5) C₂-C₁₀ alkynyl,
- 6) C₁-C₆ perfluoroalkyl,
- 35 7) C₁-C₆ aralkyl,

8) C₃-C₈ cycloalkyl, and

9) heterocyclyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, aralkyl and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰;

5

R¹⁰ is independently selected from:

1) (C=O)_aO_bC₁-C₁₀ alkyl,

2) (C=O)_aO_baryl,

3) C₂-C₁₀ alkenyl,

10

4) C₂-C₁₀ alkynyl,

5) (C=O)_aO_b heterocyclyl,

6) CO₂H,

7) halo,

8) CN,

15

9) OH,

10) O_bC₁-C₆ perfluoroalkyl,

11) O_a(C=O)_bNR¹²R¹³,

12) S(O)_mR^a,

13) S(O)₂NR¹²R¹³,

20

14) oxo,

15) CHO,

16) (N=O)R¹²R¹³,

17) (C=O)_aO_bC₃-C₈ cycloalkyl, and

18) -OPO(OH)₂;

25 said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R¹¹;

R¹¹ is selected from:

1) (C=O)_rO_s(C₁-C₁₀)alkyl,

30

2) O_r(C₁-C₃)perfluoroalkyl,

3) oxo,

4) OH,

5) halo,

6) CN,

35

7) (C₂-C₁₀)alkenyl,

- 5
- 8) (C₂-C₁₀)alkynyl,
 - 9) (C=O)_rO_s(C₃-C₆)cycloalkyl,
 - 10) (C=O)_rO_s(C₀-C₆)alkylene-aryl,
 - 11) (C=O)_rO_s(C₀-C₆)alkylene-heterocyclyl,
 - 12) (C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂,
 - 13) C(O)R^a,
 - 14) (C₀-C₆)alkylene-CO₂R^a,
 - 15) C(O)H,
 - 16) (C₀-C₆)alkylene-CO₂H, and
 - 10 17) C(O)N(R^b)₂,
 - 18) S(O)_mR^a,
 - 19) S(O)₂N(R^b)₂, and
 - 20) -OPO(OH)₂;

15 said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and N(R^b)₂;

R¹² and R¹³ are independently selected from:

- 20
- 1) H,
 - 2) (C=O)O_bC₁-C₁₀ alkyl,
 - 3) (C=O)O_bC₃-C₈ cycloalkyl,
 - 4) (C=O)O_baryl,
 - 5) (C=O)O_bheterocyclyl,
 - 6) C₁-C₁₀ alkyl,
 - 25 7) aryl,
 - 8) C₂-C₁₀ alkenyl,
 - 9) C₂-C₁₀ alkynyl,
 - 10) heterocyclyl,
 - 11) C₃-C₈ cycloalkyl,
 - 30 12) SO₂R^a, and
 - 13) (C=O)NR^b₂,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R¹¹, or

R¹² and R¹³ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹;

R^a is (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl;

R^b is H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a;

R^c and R^{c'} are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl; or

R^c and R^{c'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹;

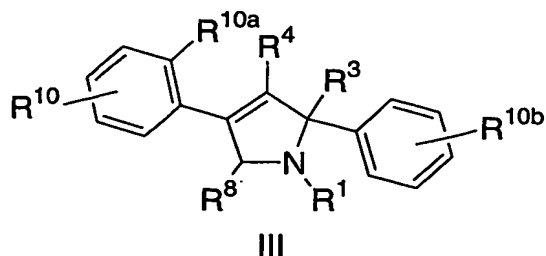
R^d and R^{d'} are independently selected from: (C₁-C₆)alkyl, (C₁-C₆)alkoxy and NR^b₂, or

R^d and R^{d'} can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 5-7 members the ring and optionally containing, in addition to the phosphorous, one or two additional heteroatoms selected from NRE, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹; and

R^e is selected from: H and (C₁-C₆)alkyl; and

provided that at least one substituent -OPO(OH)₂ is present in the compound of Formula II.

3. The compound according to Claim 2 of Formula III:



or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;

b is 0 or 1;

5 m is 0, 1, or 2;

r is 0 or 1;

s is 0 or 1;

R¹ is selected from:

- 10 1) (C=O)C₁-C₁₀ alkyl,
- 2) (C=O)aryl,
- 3) (C=O)C₃-C₈ cycloalkyl,
- 4) (C=O)heterocyclyl,
- 5) (C=O)NR^cR^{c'},
- 15 6) (C=S)NR^cR^{c'},
- 7) SO₂NR^cR^{c'},
- 8) SO₂C₁-C₁₀ alkyl,
- 9) SO₂-aryl, and
- 10) SO₂-heterocyclyl,

20 said alkyl, aryl, cycloalkyl, and heterocyclyl is optionally substituted with one or more substituents selected from R¹⁰; or

R³, R⁴ and R⁸ are independently selected from:

- 25 1) H,
- 2) C₁-C₁₀ alkyl, and
- 3) C₁-C₆ perfluoroalkyl,

said alkyl is optionally substituted with one or more substituents selected from R¹⁰;

R¹⁰ and R^{10b} are independently selected from:

- 30 1) (C=O)_aO_bC₁-C₁₀ alkyl,

- 2) $(\text{C}=\text{O})_a\text{O}_b\text{aryl}$,
- 3) $\text{C}_2\text{-C}_{10}$ alkenyl,
- 4) $\text{C}_2\text{-C}_{10}$ alkynyl,
- 5) $(\text{C}=\text{O})_a\text{O}_b$ heterocyclyl,
- 5 6) CO_2H ,
- 7) halo,
- 8) CN ,
- 9) OH ,
- 10) $\text{O}_b\text{C}_1\text{-C}_6$ perfluoroalkyl,
- 10 11) $\text{O}_a(\text{C}=\text{O})_b\text{NR}^{12}\text{R}^{13}$,
- 12) $\text{S}(\text{O})_m\text{R}^a$,
- 13) $\text{S}(\text{O})_2\text{NR}^{12}\text{R}^{13}$,
- 14) oxo,
- 15) CHO ,
- 15 16) $(\text{N}=\text{O})\text{R}^{12}\text{R}^{13}$,
- 17) $(\text{C}=\text{O})_a\text{O}_b\text{C}_3\text{-C}_8$ cycloalkyl, and
- 18) $-\text{OPO}(\text{OH})_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^{11} ;

R^{10a} is halogen;

R^{11} is selected from:

- 1) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_1\text{-C}_{10})\text{alkyl}$,
- 25 2) $\text{O}_r(\text{C}_1\text{-C}_3)\text{perfluoroalkyl}$,
- 3) oxo,
- 4) OH ,
- 5) halo,
- 6) CN ,
- 30 7) $(\text{C}_2\text{-C}_{10})\text{alkenyl}$,
- 8) $(\text{C}_2\text{-C}_{10})\text{alkynyl}$,
- 9) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_3\text{-C}_6)\text{cycloalkyl}$,
- 10) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-aryl}$,
- 11) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-heterocyclyl}$,
- 35 12) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-N}(\text{R}^b)_2$,

- 13) $C(O)R^a$,
- 14) $(C_0-C_6)alkylene-CO_2R^a$,
- 15) $C(O)H$,
- 16) $(C_0-C_6)alkylene-CO_2H$,
- 17) $C(O)N(R^b)_2$,
- 18) $S(O)_mR^a$,
- 19) $S(O)_2N(R^b)_2$, and
- 20) $-OPO(OH)_2$;

10 said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b , OH, $(C_1-C_6)alkoxy$, halogen, CO_2H , CN, $O(C=O)C_1-C_6$ alkyl, oxo, and $N(R^b)_2$;

R^{12} and R^{13} are independently selected from:

- 1) H,
- 2) $(C=O)O_bC_1-C_{10}$ alkyl,
- 3) $(C=O)O_bC_3-C_8$ cycloalkyl,
- 4) $(C=O)O_baryl$,
- 5) $(C=O)O_bheterocyclyl$,
- 6) C_1-C_{10} alkyl,
- 7) aryl,
- 8) C_2-C_{10} alkenyl,
- 9) C_2-C_{10} alkynyl,
- 10) heterocyclyl,
- 11) C_3-C_8 cycloalkyl,
- 12) SO_2R^a , and
- 13) $(C=O)NR^b_2$,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^{11} , or

30 R^{12} and R^{13} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{11} ;

35 R^a is independently selected from: $(C_1-C_6)alkyl$, $(C_3-C_6)cycloalkyl$, aryl, and heterocyclyl;

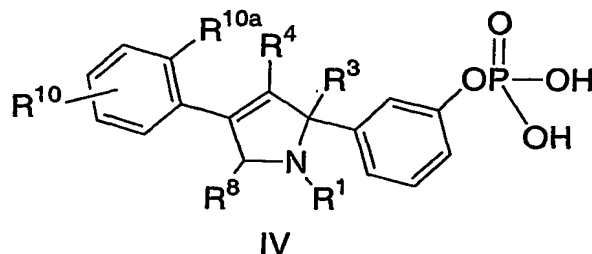
R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a; and

5 R^c and $R^{c'}$ are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl or

R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen,
10 one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹; and

provided that at least one substituent -OPO(OH)₂ is present in the compound of Formula III.

15 4. A compound of the Formula IV:



or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;

b is 0 or 1;

20 m is 0, 1, or 2;

r is 0 or 1;

s is 0 or 1;

R^1 is selected from:

- 25
- 1) (C=O)C₁-C₁₀ alkyl,
 - 2) (C=O)aryl,
 - 3) (C=O)C₃-C₈ cycloalkyl,
 - 4) (C=O)heterocyclyl,
 - 5) (C=O)NR^cR^{c'},

- 6) $(C=S)NR^cR^{c'}$,
- 7) $SO_2NR^cR^{c'}$,
- 8) $SO_2C_1-C_{10}$ alkyl,
- 9) SO_2 -aryl, and
- 5 10) SO_2 -heterocyclyl,

said alkyl, aryl, cycloalkyl, and heterocyclyl is optionally substituted with one or more substituents selected from R^{10} ; or

R^3 , R^4 and R^8 are independently selected from:

- 10 1) H,
- 2) C_1-C_{10} alkyl, and
- 3) C_1-C_6 perfluoroalkyl,

said alkyl is optionally substituted with one or more substituents selected from R^{10} ;

R^{10} are independently selected from:

- 1) $(C=O)_aO_bC_1-C_{10}$ alkyl,
- 2) $(C=O)_aO_b$ aryl,
- 3) C_2-C_{10} alkenyl,
- 4) C_2-C_{10} alkynyl,
- 20 5) $(C=O)_aO_b$ heterocyclyl,
- 6) CO_2H ,
- 7) halo,
- 8) CN,
- 9) OH,
- 25 10) $O_bC_1-C_6$ perfluoroalkyl,
- 11) $O_a(C=O)_bNR^{12}R^{13}$,
- 12) $S(O)_mR^a$,
- 13) $S(O)_2NR^{12}R^{13}$,
- 14) oxo,
- 30 15) CHO,
- 16) $(N=O)R^{12}R^{13}$,
- 17) $(C=O)_aO_bC_3-C_8$ cycloalkyl, and
- 18) $-OPO(OH)_2$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^{11} ;

R10a is halogen;

R11 is selected from:

- 5 1) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_1\text{-C}_{10})\text{alkyl}$,
- 2) $\text{O}_r(\text{C}_1\text{-C}_3)\text{perfluoroalkyl}$,
- 3) oxo,
- 4) OH,
- 5) halo,
- 10 6) CN,
- 7) $(\text{C}_2\text{-C}_{10})\text{alkenyl}$,
- 8) $(\text{C}_2\text{-C}_{10})\text{alkynyl}$,
- 9) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_3\text{-C}_6)\text{cycloalkyl}$,
- 10) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-aryl}$,
- 15 11) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-heterocyclyl}$,
- 12) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-N(R}^b)_2$,
- 13) C(O)R^a ,
- 14) $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{R}^a$,
- 15) C(O)H ,
- 20 16) $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{H}$,
- 17) $\text{C(O)N(R}^b)_2$,
- 18) $\text{S(O)}_m\text{R}^a$,
- 19) $\text{S(O)}_2\text{N(R}^b)_2$, and
- 20) $-\text{OPO(OH)}_2$;

25 said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b , OH, $(\text{C}_1\text{-C}_6)\text{alkoxy}$, halogen, CO_2H , CN, $\text{O}(\text{C}=\text{O})\text{C}_1\text{-C}_6\text{ alkyl}$, oxo, and $\text{N(R}^b)_2$;

R12 and R13 are independently selected from:

- 30 1) H,
- 2) $(\text{C}=\text{O})\text{O}_b\text{C}_1\text{-C}_{10}\text{ alkyl}$,
- 3) $(\text{C}=\text{O})\text{O}_b\text{C}_3\text{-C}_8\text{ cycloalkyl}$,
- 4) $(\text{C}=\text{O})\text{O}_b\text{aryl}$,
- 5) $(\text{C}=\text{O})\text{O}_b\text{heterocyclyl}$,
- 35 6) $\text{C}_1\text{-C}_{10}\text{ alkyl}$,

- 7) aryl,
- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and
- 13) (C=O)NR^b₂,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R¹¹, or

R¹² and R¹³ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹;

R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, and heterocyclyl;

R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a; and

R^c and R^{c'} are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl or

R^c and R^{c'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R¹¹

5. A compound selected from:

3-[(2S)-4-(2,5-difluorophenyl)-1-[(dimethylamino)carbonyl]-2,5-dihydro-1H-pyrrol-2-yl]phenyl dihydrogen phosphate;

3-[(2S)-1-[(2S)-2-cyclopropyl-2-hydroxyethanoyl]-4-(2,5-difluorophenyl)-2,5-dihydro-1H-pyrrol-2-yl]phenyl dihydrogen phosphate;

3-((2S)-4-(2,5-difluorophenyl)-1-{[methyl(tetrahydrofuran-3-yl)amino]carbonyl}-2,5-dihydro-1H-pyrrol-2-yl)phenyl dihydrogen phosphate;

5 3-{(2S)-4-(2,5-difluorophenyl)-1-[(2S)-2-hydroxy-3,3-dimethylbutanoyl]-2,5-dihydro-1H-pyrrol-2-yl}phenyl dihydrogen phosphate;

2-(phosphonooxy)ethyl (1S)-1-{[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}-2,2-dimethylpropylcarbamate; and

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(1S)-1-cyclopropyl-2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]-2-oxoethyl dihydrogen phosphate;

or a pharmaceutically acceptable salt or stereoisomer thereof.

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6. A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

7. The composition of Claim 6 further comprising a second compound selected from: 1) an estrogen receptor modulator, 2) an androgen receptor modulator, 3) a retinoid receptor modulator, 4) a cytotoxic/cytostatic agent, 5) an antiproliferative agent, 6) a prenyl-protein transferase inhibitor, 7) an HMG-CoA reductase inhibitor, 8) an HIV protease inhibitor, 9) a reverse transcriptase inhibitor, 10) an angiogenesis inhibitor, 11) a PPAR- γ agonist, 12) a PPAR- δ agonists; 13) an inhibitor of cell proliferation and survival signaling, and 14) an agent that interferes with a cell cycle checkpoint.

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8. The use of a compound of Claim 1 for the preparation of a medicament useful for treating or preventing cancer in a mammal in need of such treatment.

9. The use of a compound of Claim 1 for the preparation of a medicament useful for treating or preventing cancer in a mammal in need of such treatment, wherein the cancer is selected from histiocytic lymphoma, lung adenocarcinoma, small cell lung cancers, pancreatic cancer, glioblastomas and breast carcinoma.

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10. The use of a compound of Claim 1 for the preparation of a medicament useful for modulating mitotic spindle formation in a mammal in need of such modulation.

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11. The use of a compound of Claim 1 for the preparation of a medicament useful for inhibiting the mitotic kinesin KSP in a mammal in need of such inhibition.